

BALL JANIK LLP

A T T O R N E Y S

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April 12, 1999

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

RECORDATION NO. 18226-A FILED

APR 12 '99 2-30PM

Dear Secretary Williams:

I have enclosed two originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is an Instrument of Lease Termination, a secondary document, dated as of October 30, 1998. The primary document to which this is connected is recorded under Recordation No. 18226. We request that this document be recorded under Recordation No. 18226-A.

The name and address of the party to the Instrument of Lease Termination is:

Lessor:

L.I.C. Associates, by its general partner General Electric Capital Corporation
10900NE 4th Street, Suite 500
Bellevue, WA 98004

A description of the equipment covered by the Instrument of Lease Termination consists of two GP-35L locomotives numbered UP 789 and 797.

A fee of \$26.00 is enclosed. Please return one original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

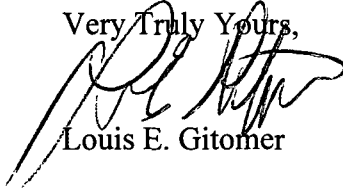
RECORD 18226-A

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A short summary of the document to appear in the index follows: an Instrument of Lease Termination by L.I.C. Associates, by its general partner General Electric Capital Corporation, 10900NE 4th Street, Suite 500, Bellevue, WA 98004, covering two GP-35L locomotives numbered UP 789 and 797.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", written over the typed name.

Louis E. Gitomer

Enclosures

INSTRUMENT OF LEASE TERMINATION

APR 12 '99

2:30PM

L.I.C. ASSOCIATES, by its general partner GENERAL ELECTRIC CAPITAL CORPORATION ("LIC"), this 30 day of October, 1998, provides notice of the termination of the lease of two GP-35L locomotives numbered UP 789 and 797 (the "Locomotives") under the Equipment Lease, dated as of April 1, 1993, between LIC, as lessor, and SOUTHEAST KANSAS RAILROAD, INCORPORATED ("SOUTHEAST KANSAS"), as lessee, which was recorded at the Interstate Commerce Commission (the "ICC") on May 6, 1993 in Recordation Number 18226 (the "Lease").

WHEREAS, LIC desires to execute this Instrument to evidence for the public record the termination of the Lease and of all the rights and obligations of SOUTHEAST KANSAS with respect to the Locomotives.

NOW, THEREFORE, in consideration of the premises, LIC does hereby acknowledge and confirm for the public record the termination of the Lease, and all rights and obligations arising under the Lease with respect to the Locomotives.

IN WITNESS WHEREOF, LIC has executed or caused this Instrument to be executed as of the date first above written.

L.I.C. ASSOCIATES, by its general partner
GENERAL ELECTRIC CAPITAL CORPORATION

By: R. T. Sturgeon

Name: R. T. Sturgeon

Its: Manager-Operations

State of CT)
) ss.
County of Fairfield)

On this 2nd day of March, 1999, before me personally appeared Richard Sturgeon, to me personally known, who, being by me duly sworn, says that (s)he is Manager-Operations of L.I.C. Associates, and that (s)he is duly authorized to sign the foregoing instrument on behalf of L.I.C. Associates, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of L.I.C. Associates.

Margaret Fraioli
Notary Public

My commission expires:

MARGARET M. FRAIOLI
NOTARY PUBLIC
MY COMMISSION EXPIRES DEC. 31, 2000

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233-1070